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September 27, 2010

RECORDATION NO. 17077-M FILED

SEP 27 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

Re: BNSF Railway Company
Termination of Equipment Lease Agreement (BN 1990-A)

Dear Sir or Madam:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Equipment Lease Agreement (BN 1990-A) dated as of September 27, 2010, between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor (the "*Lessor*"), and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*").

The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on November 13, 1990 at 12:55 P.M. under recordation number 17077 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

The names and addresses of the parties to the enclosed document are as follows:

Lessee BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1990-A)

Chapman and Cutler LLP

The equipment covered by the aforesaid Termination of Equipment Lease Agreement consists of all locomotives previously on file and subject to the Equipment Lease Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Equipment Lease Agreement (BN 1990-A) between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as lessor, and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee, dated as of September 27, 2010.

A fee of forty-one (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

SEP 27 '10 -3 00 PM

**TERMINATION OF EQUIPMENT LEASE AGREEMENT
(BN 1990-A)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF EQUIPMENT LEASE AGREEMENT is made and entered into as of September 27, 2010 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as owner trustee, as lessor ("*Lessor*") and BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*").

1. The undersigned have entered into an Equipment Lease Agreement (BN 1990-A), dated as of September 14, 1990 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has leased to Lessee and Lessee has leased from the Lessor certain locomotives. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

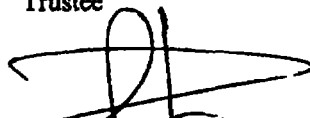
2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on November 13, 1990 at 12:55 P.M. under recordation number 17077 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The term of the Lease expired, and the Lease has been terminated, with respect to all of the Equipment subject thereto effective as of September 26, 2010.

4. This Termination of Equipment Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner
Trustee

By 
Name: **Jose L. Parades**
Title: **Assistant Vice President**

Executed on this 24th day of September, 2010.

BNSF RAILWAY COMPANY

By _____
Name: Todd J. Bailey
Title: Director-Finance

Executed on this ____ day of September, 2010.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2010.

BNSF RAILWAY COMPANY

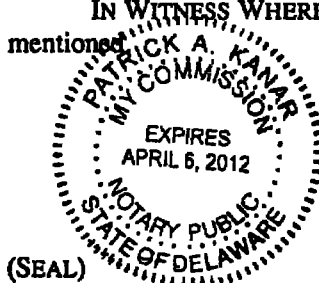
By  _____
Name: Todd J. Bailey
Title: Director-Finance

Executed on this 24th day of September, 2010.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the 24th day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 21, 2010 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patrick A. Kanar
Name: PATRICK A. KANAR
Notary Public Notary Public - State of Delaware
My Commission Expires My Comm. Expires April 6, 2012
Residing in _____

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS:

On this, the ____ day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on September ____, 2010, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ____ day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September ____, 2010 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

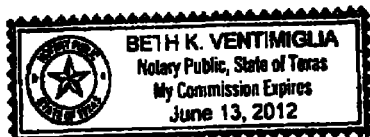
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the 24th day of September, 2010, before me, a Notary Public in and for said County and State, personally appeared Todd J. Bailey, who being by me duly sworn, says that he is the Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on September 24, 2010, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Name: Beth K. Ventimiglia
Notary Public
My Commission Expires: 6/13/2012
Residing in Ft Worth, TX

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9-27-10



Robert W. Alvord